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Hearing Date: December 20, 2018
Hearing Time: 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
: (Jointly Administered)
Debtors. :
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**MOTION OF U.S. NONWOVENS CORP. SEEKING ENTRY
OF AN ORDER ALLOWING ADMINISTRATIVE EXPENSE
CLAIM PURSUANT TO 11 U.S.C. §503(b)(9)**

**TO: THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:**

U.S. Nonwovens Corp. (“Claimant”), by and through its counsel, DelBello Donnellan Weingarten Wise & Wiederkehr, LLP, files this Motion for Order allowing Claimant’s administrative expense claim in the amount of \$72,928.51 pursuant to §§ 105(a) and 503(b)(9) of title 11, United States Code, 11 U.S.C. § 101, et seq. (the “Bankruptcy Code”), respectfully represents and sets forth as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
2. This proceeding has been initiated pursuant to Bankruptcy Code §§ 105(a) and 503(b)(9).

BACKGROUND

3. On October 15, 2018 (the “Petition Date”), Sears Holdings Corporation (the “Debtor”) filed voluntary petitions for relief pursuant to Chapter 11 of the Bankruptcy Code.

4. The Debtor has continued in possession of its property and the management of its business affairs as a Debtor-in-possession pursuant to §§1107 and 1108 of the Bankruptcy Code.

5. On October 24, 2018, an Official Committee of Unsecured Creditors (the “Committee”) was appointed by the Office of the United States Trustee and is represented by proposed counsel Akin, Gump, Strauss, Hauer & Feld, LLP.

6. Between October 2, 2018 and October 9, 2018, in the ordinary course of business, Claimant shipped goods to the Debtor for sale in the Debtor’s retail business which, upon information and belief, the Debtor received within twenty days before the Petition Date. As of the Petition Date, Claimant is owed \$72,928.51 on account of such goods for which the Debtor has not paid. A copy of Claimant’s Reclamation Demand [Docket No. 413] which includes invoices evidencing the shipment of such goods between October 2, 2018 and October 9, 2018 is annexed as **Exhibit A**.

RELIEF REQUESTED

7. By this motion, Claimant seeks entry of an order determining it has an Allowed Administrative Expense claim against the Debtor in the amount of \$72,928.51 pursuant to §503(b)(9).

8. 11 U.S.C. § 503(b)(9) provides as follows:

§ 503. Allowance of administrative expenses

(b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including—

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

9. Within the twenty days preceding the Petition Date, the Debtor received \$72,928.51 in goods from Claimant in the ordinary course of the Debtor's business. The Debtor has not paid for these goods. Claimant has satisfied the requirements of §503(b)(9) and is therefore entitled to an allowed administrative expense claim in the amount of \$72,928.51.

WHEREFORE, U.S. Nonwovens Corp. respectfully requests entry of the order annexed as **Exhibit B**, allowing U.S. Nonwovens Corp.'s administrative expense claim in the amount of \$72,928.51, together with such other and further relief as is just and proper under the circumstances, for all of which no prior request has been made to this or any other Court.

Dated: November 30, 2018
White Plains, New York

Respectfully submitted,

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By: /s/ Dawn Kirby, Esq.
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